



RECORDATION NO. 22041 FILED

DJJ Transportation Services, Inc. FEB 23 '99 11-05 AM
a subsidiary of

The David J. Joseph Company

February 19, 1999

Mr. Vernon Williams
Recordations Unit
Surface Transportation Board
1925 K Street, N.W.
Washington, DC 20423-001

RECORDATION NO. 21465-B & C FILED

FEB 23 '99 11-05 AM

Dear Mr. Williams:

Enclosed are an original and one copy of the Memorandum of Lease Agreement dated January 28, 1999 between the following parties:

Lessee: The Kansas City Southern Railway Company
114 West 11th Street
Kansas City, MO 64105-1804

Lessor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Please see the Exhibit A set forth in this document for the Equipment involved in this transaction. Please file this Memorandum of Lease Agreement as a primary document. The \$26.00 fee is included in check number 456483.

Also, enclosed are an original and one copy of the Memorandum of Options, Rights of First Refusal and Remarketing Rights, and the Memorandum of Assignment and Assumption Agreement dated as of January 21, 1999 between the following parties:

Assignee: Star Bank, N.A.
425 Walnut Street
Mail Location 8135
Cincinnati, OH 45201-1038

Assignor: The David J. Joseph Company
300 Pike Street
Cincinnati, OH 45202

Please see the Schedule I's set forth in these documents for the Equipment involved in the transactions. Please file these Memorandums as secondary documents. The lease that is involved in this transaction was recorded under Recordation Number 21465. The amount of \$52.00 is included in check number 456483.

Sincerely,

THE DAVID J. JOSEPH COMPANY

Shelley B. Bacon
Shelley B. Bacon
Contract Assistant

300 Pike Street
Cincinnati, Ohio 45202-4214
(513) 621-8770
FAX (513) 345-4422

Mail Address:
P.O. Box 1078
Cincinnati, Ohio 45201-1078

**MEMORANDUM OF
ASSIGNMENT AND ASSUMPTION AGREEMENT**

FEB 23 '99

11-05AM

This Memorandum of Assignment and Assumption Agreement ("Memorandum of Assignment Agreement") made and entered into as of January 21, 1999, by and between **DJJ TRANSPORTATION SERVICES, INC.**, a Delaware Corporation ("Assignor") and **STAR BANK, N.A.**, a national banking association ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee that certain lease agreement dated May 15, 1998, as amended January 8, 1999 between Assignor, as Lessor, and Paducah & Louisville Railway, Inc., for twenty-five (25) railcars bearing the railroad reporting markings set forth on Schedule I.
2. This Memorandum of Assignment Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum of Assignment Agreement to be executed and delivered by their duly authorized representatives on the date set forth above, but shall be effective as of January 21, 1999.

DJJ TRANSPORTATION SERVICES, INC.

By: 

Name: Douglas F. McMillan

Title: President

STAR BANK, N.A.

By: 

Name: LynnAnne Rose

Title: Vice President

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

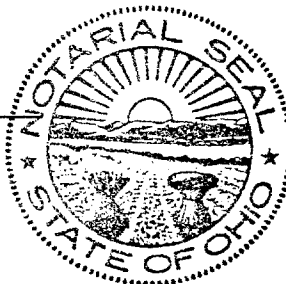
On this 21st day of January, 1999, before me the subscriber, Julie M. Woodard, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Douglas F. McMillan, to me personally known, who stated and acknowledged that he is the President of DJJ Transportation Services, Inc., a Delaware corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 21st day of January, 1999.

Julie M. Woodard
(Notary Signature)

My commission expires:

Sept. 24, 2002



JULIE M. WOODARD
Notary Public, State of Ohio
My Commission Expires Sept. 24, 2002

STATE OF OHIO)
) SS:
COUNTY OF HAMILTON)

On this 21st day of January, 1999, before me the subscriber, Michael Dickman, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named LynnAnne Rose to me personally known, who stated and acknowledged that she is the Vice President of Star Bank, N.A., a national banking association, and duly authorized by authority of the Board of Directors or By-laws of said corporation in her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 21st day of January, 1999.

Michael P. Dickman
(Notary Signature)

My commission expires:
MICHAEL P. DICKMAN
Notary Public, State of Ohio
My Commission Expires July 23, 2003

**SCHEDULE I
TO
MEMORANDUM OF ASSIGNMENT AND ASSUMPTION AGREEMENT**

CARS: Twenty-five (25) railcars bearing reporting marks:

PAL 250000 - 250024, inclusive

LEASE: Lease between DJJ TRANSPORTATION SERVICES, INC., as Lessor, and PADUCAH & LOUISVILLE RAILWAY, INC., as Lessee, dated May 15, 1998, as amended January 8, 1999.

CERTIFICATE

The undersigned, Shelley B. Bacon notary public in and for the County of Hamilton, State of Ohio, hereby certifies that the copy of the document attached hereto has been compared with the original and that the undersigned has found the copy to be complete and identical in all respects to the original document.



Shelley B. Bacon
Notary Public

SHELLEY B. BACON
Notary Public, State of Ohio
My Commission Expires July 22, 2002